

**Fill in this information to identify the case:**

United States Bankruptcy Court for the:

Southern District of Texas  
(State)

Case number (if known): Chapter 11

☐ Check if this is an amended filing

## Official Form 201

**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Global Geophysical Services, Inc.

2. All other names debtor used in the last 8 years N/A

Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN) 05 - 0574281

4. Debtor's address

Principal place of business Mailing address, if different from principal place of business

13927 South Gessner Road  
Number Street

Number Street

P.O. Box

Missouri City TX 77489  
City State ZIP Code

City State ZIP Code

Location of principal assets, if different from principal place of business

Fort Bend  
County

Number Street

City State ZIP Code

5. Debtor's website (URL) www.globalgeophysical.com

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify: \_\_\_\_\_

Debtor

Global Geophysical Services, Inc.  
Name

Case number (if known)

**7. Describe debtor's business**

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.2 1 1 1**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

Check one:

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11. Check all that apply:
- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☒ A plan is being filed with this petition.
- ☒ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- ☐ Chapter 12

**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☐ No

☒ Yes. District S.D.TX When 03/25/14 Case number 14-20131  
MM / DD / YYYY

District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
MM / DD / YYYY

If more than 2 cases, attach a separate list.

**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**☐ No

☒ Yes. Debtor See Schedule 1 Attached. Relationship \_\_\_\_\_

District \_\_\_\_\_ When \_\_\_\_\_  
MM / DD / YYYY

Case number, if known \_\_\_\_\_

List all cases. If more than 1, attach a separate list.

Debtor Global Geophysical Services, Inc. Case number (if known) \_\_\_\_\_  
Name

**11. Why is the case filed in *this* district?**

*Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

**Why does the property need immediate attention?** *(Check all that apply.)*

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.  
 What is the hazard? \_\_\_\_\_
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other \_\_\_\_\_

**Where is the property?** \_\_\_\_\_

Number \_\_\_\_\_ Street \_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_ ZIP Code \_\_\_\_\_

**Is the property insured?**

- ☐ No
- ☐ Yes. Insurance agency \_\_\_\_\_
- Contact name \_\_\_\_\_
- Phone \_\_\_\_\_

**Statistical and administrative information**

**13. Debtor's estimation of available funds**

*Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

**14. Estimated number of creditors**

- |   |  |  |
|---|--|--|
| <input type="checkbox"/> 1-49               | <input type="checkbox"/> 1,000-5,000   | <input type="checkbox"/> 25,001-50,000     |
| <input type="checkbox"/> 50-99              | <input type="checkbox"/> 5,001-10,000  | <input type="checkbox"/> 50,001-100,000    |
| <input type="checkbox"/> 100-199            | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input checked="" type="checkbox"/> 200-999 |  |  |

**15. Estimated assets**

- |  |  |  |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million              | <input type="checkbox"/> \$500,000,001-\$1 billion     |
| <input type="checkbox"/> \$50,001-\$100,000    | <input type="checkbox"/> \$10,000,001-\$50 million             | <input type="checkbox"/> \$1,000,000,001-\$10 billion  |
| <input type="checkbox"/> \$100,001-\$500,000   | <input checked="" type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million           | <input type="checkbox"/> More than \$50 billion        |

Debtor Global Geophysical Services, Inc. Case number (if known) \_\_\_\_\_  
Name

**16. Estimated liabilities**

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million               | <input type="checkbox"/> \$500,000,001-\$1 billion     |
| <input type="checkbox"/> \$50,001-\$100,000    | <input type="checkbox"/> \$10,000,001-\$50 million              | <input type="checkbox"/> \$1,000,000,001-\$10 billion  |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million             | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion        |

**Request for Relief, Declaration, and Signatures**

**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature of authorized representative of debtor**

- ☐ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- ☐ I have been authorized to file this petition on behalf of the debtor.
- ☐ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 08/03/2016  
MM / DD / YYYY

**X** /s/ Sean M. Gore  
 Signature of authorized representative of debtor

Sean M. Gore  
 Printed name

Title Chief Executive Officer

**18. Signature of attorney**

**X** /s/ Ian E. Roberts  
 Signature of attorney for debtor

Date 08/03/2016  
MM / DD / YYYY

Ian E. Roberts  
 Printed name

Baker Botts L.L.P.  
 Firm name

2001 Ross Avenue, Suite 1100  
 Number Street

Dallas TX 75201  
 City State ZIP Code

214-953-6500 ian.roberts@bakerbotts.com  
 Contact phone Email address

24056217 TX  
 Bar number State

**Schedule 1**

<b>PENDING BANKRUPTCY CASES CONCURRENTLY FILED BY AFFILIATES OF THIS DEBTOR</b>
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<b>Company</b>	<b>Affiliation</b>
Global Geophysical Services, LLC	Direct Parent of Global Geophysical Services, Inc.
GGI International Holdings, Inc.	Subsidiary of Global Geophysical Services, Inc.
Global Geophysical (MCD), LLC	Subsidiary of Global Geophysical Services, Inc.
Global Geophysical EAME, Inc.	Subsidiary of Global Geophysical Services, Inc.
Global Ambient Seismic, Inc.	Subsidiary of Global Geophysical Services, Inc.
Autoseis, Inc.	Subsidiary of Global Geophysical Services, Inc.
Autoseis Development Company	Subsidiary of Autoseis, Inc.

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
CORPUS CHRISTI DIVISION**

<b>In re</b>  <b>GLOBAL GEOPHYSICAL SERVICES, INC.</b>  <p style="text-align: center;"><b>Debtor.</b></p>	§ § § § § § § § §	<b>Chapter 11</b>  <b>Case No. _____</b>  <b>Joint Administration Requested</b>
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**CORPORATE OWNERSHIP STATEMENT**  
**PURSUANT TO FED. R. BANKR. P. 1007(a)(1)**

Pursuant to Rule 1007(a)(1) of the Federal Rules of Bankruptcy Procedure, the following organizational chart identifies all entities that directly or indirectly own 10% or more of any class of the above-captioned debtor in possession's equity interests.

Entity	Owner	% Ownership
Global Geophysical Services, Inc. (Debtor)	Global Geophysical Services, LLC	100%

*[Remainder of Page Left Intentionally Blank]*

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
CORPUS CHRISTI DIVISION**

<b>In re</b>  <b>GLOBAL GEOPHYSICAL SERVICES, INC.</b>  <b>Debtor.</b>	§ § § § § § § § §	<b>Chapter 11</b>  <b>Case No. _____</b>  <b>Joint Administration Requested</b>
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**LIST OF EQUITY SECURITY HOLDERS**

Entity	Owner	Address	% Ownership
Global Geophysical Services, Inc. (Debtor)	Global Geophysical Services, LLC (Debtor)	13927 Gessner Road Missouri City, TX 77489	100%

*[Remainder of Page Left Intentionally Blank]*

**Fill in this information to identify the case:**Debtor name Global Geophysical Services, LLC, et al.United States Bankruptcy Court for the: Southern District of Texas  
(State)

Case number (if known): \_\_\_\_\_

☐ Check if this is an amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Consolidated)****12/15**

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Wilmington Trust, National Association Administrative Agent 50 South Sixth Street, Suite 1290 Minneapolis, MN 55402	Jeffery T. Rose	Funded Debt	CUD			\$40,445,999
2	Microsoft Corporation 6100 Neil Road Reno, NV 89511		Trade	CUD			54,791.82
3	Open Geophysical, Inc. 1080 Eldridge Parkway #1100 Houston, TX 77077		Trade	CUD			38,970.00
4	Hyland Software, Inc. 28500 Clemens Road Westlake, OH 44145		Trade	CUD			29,647.51
5	Rosemont WTC Denver Operating LLC P.O. Box 204361 Dallas, TX 75320-4361		Trade	CUD			24,537.49



Debtors Global Geophysical Services, LLC, et al.

Case number (if known) \_\_\_\_\_

6	Minn-Alaska Transport P.O. Box 100760 Anchorage, AK 99510		Trade	CUD			20,500.00
7	SLTNTRST LLC 29209 Canwood Street, Suite 210 Agoura Hills, CA 91301		Trade	CUD			18,852.52
8	Arctic Deadhorse, LLC 4820 Sportsman Drive Anchorage, AK 99502		Trade	CUD			17,500.00
9	Direct Energy Business, LLC P.O. Box 660749 Dallas, TX 75266		Trade	CUD			16,345.44
10	Aries Freight Systems LP c/o Department 689 P.O. Box 4652 Houston, TX 77210-4652		Trade	CUD			14,255.71
11	Brice Sukakpak, LLC P.O. Box 70668 Fairbanks, AK 99707		Professional services	CUD			13,799.26
12	U.S. Trustee Payment Center P.O. Box 530202 Atlanta, GA 30353-0202		Prior Administrative	CUD			11,308.22
13	Multijobs P.O. Box 33051 00600 Kenya		Trade	CUD			10,788.00
14	Atlas Development & Support Services P.O. Box 48 00502 Nairobi, Kenya		Trade	CUD			6,619.63
15	Kelley Drye & Warren LLP 101 Park Avenue New York, NY 10178		Professional services	CUD			5,910.00
16	American Oil & Gas Reporter P.O. Box 343 Derby, KS 67037-0343		Trade	CUD			4,883.50
17	M.G.N Njunge & Co. Westlands P.O. Box 857 00606 Nairobi, Kenya		Trade	CUD			4,854.77

Debtor Global Geophysical Services, LLC, et al.

Case number (if known) \_\_\_\_\_

18	Seyfarth Shaw LLC 3807 Collections Center Drive Chicago, IL 60693		Professional Services	CUD			4,656.00
19	Fleet Management Solutions, Inc. 32671 Collection Center Drive Chicago, IL 60693-0326		Trade	CUD			4,560.00
20	Advanced Geodetic Surveys Inc. 23111 F.M. 1462 Damon, TX 77430		Trade	CUD			4,334.59
21	Tucker Sno-Cat Corporation 2872 South Pacific Highway Medford, OR 97501		Trade	CUD			4,318.97
22	Prudhoe Bay Hotel 2606 C Street Suite 2B Anchorage, AK 99503		Trade	CUD			3,510.00
23	USTRavel 16420 Park Ten Place Drive #500 Houston, TX 77084		Trade	CUD			3,305.99
24	Enterprise Parking Service, Inc. P.O. Box 720597 Houston, TX 77277-0597		Trade	CUD			3,076.00
25	2020 Exhibits, Inc. 10550 S. Sam Houston Parkway W Houston, TX 77071		Trade	CUD			2,796.00
26	BrandExtract 7026 Old Katy Road, Suite 210 Houston, TX 77024		Trade	CUD			2,584.90
27	JZ Parts & Sevice LLC P.O. Box 831 Culbertson, MT 59218		Trade	CUD			2,500.00
28	Chinook Tesoro P.O. Box 39370 Ninilchik, AK 99639		Trade	CUD			2,348.81
29	MacRae & Co. P.O. Box 806 Station B Ottawa, ON K1P5T4 Canada		Services	CUD			2,280.00
30	De Lage Landen Financial Services P O Box 41602 Philadelphia PA 19101		Services	CUD			2,163.97

**Fill in this information to identify the case and this filing:**

Debtor Name Global Geophysical Services, Inc.

United States Bankruptcy Court for the: Southern District of Texas  
(State)

Case number (If known): \_\_\_\_\_

**Official Form 202****Declaration Under Penalty of Perjury for Non-Individual Debtors****12/15**

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule \_\_\_\_\_
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration Corporate Ownership Statement; List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 08/03/2016  
MM / DD / YYYY

 /s/ Sean M. Gore  
Signature of individual signing on behalf of debtor

Sean M. Gore  
Printed name

Chief Executive Officer  
Position or relationship to debtor

**GLOBAL GEOPHYSICAL SERVICES, INC.**

**Stockholder Consent**

**WHEREAS**, the Board of Directors (the "Board") of Global Geophysical Services, Inc., a Delaware corporation (the "Company") has reviewed and considered the financial and operational condition of the Company and the Company's business, including the historical performance of the Company, the assets of the Company, the current and long-term liabilities of the Company, the market for the Company's products and services, and credit market conditions; and

**WHEREAS**, the Board has received, reviewed, and considered the recommendations of senior management of the Company and the Company's legal, financial, and other advisors as to the relative risks and benefits of pursuing a transaction (the "Transaction") to be implemented through filing a voluntary petition for relief and pursuing confirmation of a pre-packaged plan in a bankruptcy proceeding under Title 11 of the United States Code (the "Bankruptcy Code"); and

**WHEREAS**, the Company desires the undersigned (the "Stockholder"), as the sole stockholder of the Company to provide its written consent to the Transaction pursuant to Section 12.01 of the Bylaws of the Company;

**NOW, THEREFORE**, the undersigned hereby consents to the Transaction and any and all further Company actions necessary or appropriate in order to carry out and effect the Transaction.

DATED: August 1, 2016

STOCKHOLDER:

**GLOBAL GEOPHYSICAL SERVICES, LLC**

By: Sean M. Gore  
Name: Sean Gore  
Title: *Chief Executive Officer*

**GLOBAL GEOPHYSICAL SERVICES, INC.**

**Officer's Certificate**

August 2, 2016

The undersigned hereby certifies that he is the duly elected, qualified and acting Chief Executive Officer of Global Geophysical Services, Inc., a Delaware corporation (the "Company"), and that, as such, he is familiar with the facts herein certified and is duly authorized to certify the same and does hereby certify as follows:

Attached hereto as Annex A are true and correct copies of certain resolutions duly adopted by the Board of Directors of the Company on August 1, 2016. Such resolutions have not been altered, amended, modified or rescinded, remain in full force and effect on the date hereof and constitute the only such resolutions adopted by the board of directors of the Company with respect to the transaction to be implemented through a pre-packaged plan in a bankruptcy proceeding under the provisions of Title 11 of the United States Code.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the date set forth above.

By: 

Sean Gore  
*Chief Executive Officer*

**Annex A**

**Resolutions Approved at the Board Meeting of  
Global Geophysical Services, Inc.  
August 1, 2016**

**GLOBAL GEOPHYSICAL SERVICES, INC.**

**RESOLUTIONS OF THE**

**BOARD OF DIRECTORS**

**WHEREAS**, the Board of Directors (the “Board”) of Global Geophysical Services, Inc., a Delaware corporation (the “Company”) has reviewed and considered the financial and operational condition of the Company and the Company’s business on the date hereof, including the historical performance of the Company, the assets of the Company, the current and long-term liabilities of the Company, the market for the Company’s products and services, and credit market conditions; and

**WHEREAS**, the Board has received, reviewed, and considered the recommendations of senior management of the Company and the Company’s legal, financial, and other advisors as to the relative risks and benefits of pursuing a transaction to be implemented through a pre-packaged plan in a bankruptcy proceeding under the provisions of Title 11 of the United States Code (the “Bankruptcy Code”); and

**WHEREAS**, the Company may pursue a proceeding under the Bankruptcy Code upon (i) the authorization of the Board, (ii) the written consent of Global Geophysical Services, LLC as sole stockholder of the Company (the “Stockholder”) pursuant to Section 12.01 of the Company’s Bylaws (the “Bylaws”) and (iii) the receipt of sufficient affirmative votes of the parties in certain of the voting classes under the Prepackaged Plan (as defined below) (collectively, the “Required Votes”);

**NOW, THEREFORE, BE IT RESOLVED**, that, subject to the Required Votes, the Board hereby approves, authorizes and confirms the following resolutions:

**Solicitation of Votes for Prepackaged Plan**

**BE IT FURTHER RESOLVED**, that in the good faith business judgment of the Board, it is in the best interest of the Company, its creditors, employees, stakeholders, and other interested parties that the Company solicit votes on the *Joint Prepackaged Plan of Liquidation of Global Geophysical Services, LLC and its Debtor Affiliates* (the “Prepackaged Plan”) from the lenders under that certain First Lien Credit Agreement, dated as of February 9, 2015 with Wilmington Savings Fund Society, FSB and the lenders party thereto (the “First Lien Term Loan”) and the lenders under that certain Second Lien Credit Agreement, dated as of February 9, 2015 with Wilmington Trust, National Association and the lenders party thereto (the “Second Lien Term Loan”);

**Commencement of Chapter 11 Case**

**BE IT FURTHER RESOLVED**, that in the good faith business judgment of the Board, it is in the best interest of the Company, its creditors, employees, stakeholders, and other

**Annex A**

**Resolutions Approved at the Board Meeting of  
Global Geophysical Services, Inc.  
August 1, 2016**

interested parties, that the Company file a voluntary petition for relief under chapter 11 of the Bankruptcy Code and pursue confirmation of the Prepackaged Plan;

**BE IT FURTHER RESOLVED**, that each of the officers of the Company and any of their designees (collectively, the “Officers”) shall be and hereby are authorized, empowered, and directed, in the name and on behalf of the Company to: (i) execute and verify a voluntary petition for relief under chapter 11 of the Bankruptcy Code; and (ii) cause the same to be filed (the “Chapter 11 Case”) in the United States Bankruptcy Court for the Southern District of Texas, Corpus Christi Division (the “Bankruptcy Court”), in such form and at such time as such Officer executing the petition shall determine;

**BE IT FURTHER RESOLVED**, that the Officers shall be and hereby are authorized, empowered, and directed, on behalf of and in the name of the Company, to file with the Bankruptcy Court on behalf of the Company the Prepackaged Plan and the *Solicitation and Disclosure Statement for the Joint Prepackaged Plan of Liquidation of Global Geophysical Services, LLC. and its Debtor Affiliates* (the “Disclosure Statement”) and to take any and all further acts and deeds that the Officers deem necessary or proper to obtain confirmation of the Prepackaged Plan by the Bankruptcy Court;

**BE IT FURTHER RESOLVED**, that the Officers shall be and hereby are authorized, empowered, and directed, on behalf of and in the name of the Company, to execute and verify all necessary documents, including, without limitation, the Prepackaged Plan, the Disclosure Statement, and all petitions, affidavits, schedules, motions, lists, applications, pleadings, and other papers, to employ and retain all assistance by legal counsel or other professionals, and to take any and all actions that they deem necessary and proper in connection with the Chapter 11 Case contemplated hereby, with a view to the successful prosecution of such case.

**Entry into DIP Credit Agreement and Related Actions**

**WHEREAS**, in connection with the Chapter 11 Case, the Company desires to obtain postpetition financing on a priming, superpriority basis pursuant to the terms and conditions of that certain Senior Secured Superpriority Debtor-In-Possession Credit Facility (the “DIP Credit Agreement”; the loans thereunder, the “DIP Loans”), by and among the Company, certain of the Company’s debtor affiliates, Wilmington Savings Fund Society, FSB, as administrative agent and as collateral agent (in such capacities, the “DIP Agent”), and the lenders from time to time party thereto (collectively, the “DIP Lenders”) providing for, *inter alia*, revolving loans of up to \$2,000,000 in total aggregate principal amounts;

**WHEREAS**, the Board has been advised of the material terms of the DIP Credit Agreement and has determined that it is in the best interests of the Company to enter into the DIP Credit Agreement and the other loan documents to which the Company is, or is to be, a party;

**WHEREAS**, the Board desires to authorize and approve the negotiation, execution and delivery by the Company of, and the performance of its obligations under, the DIP Credit Agreement and the other loan documents to which the Company is, or is to be, a party; and

**Annex A**

**Resolutions Approved at the Board Meeting of  
Global Geophysical Services, Inc.  
August 1, 2016**

**WHEREAS**, the Board deems it advisable and in the best interests of the Company to authorize and empower the Officers, jointly or alone, in the name and on behalf of the Company, to negotiate, execute and deliver the DIP Credit Agreement and the other loan documents to which the Company is, or is to be, a party to the DIP Agent and/or the DIP Lenders in the name of and on behalf of the Company;

**NOW, THEREFORE, BE IT RESOLVED**, that the DIP Credit Facility and the execution and delivery by the Company of, and the performance of its obligations under, the loan documents to which the Company is, or is to be, a party (i) are in the best interests of the Company, (ii) are in furtherance of its proper purposes, (iii) will benefit the Company and (iv) are hereby approved and authorized in all respects; and

**BE IT FURTHER RESOLVED**, that each Officer is hereby authorized, empowered and directed, in the name and on behalf of the Company, to negotiate and prepare the form, terms and provisions of, and to execute and deliver, for and on behalf of the Company, the loan documents to which the Company is, or is to be, a party and any and all such other agreements, notices, letters, instruments, certificates, draw requests, letter of credit requests, letter of credit applications, consents, waivers, releases, proxies, powers of attorney and other documents (whether of a like nature or not) that any Officer deems necessary, appropriate or advisable to consummate the transactions contemplated by the loan documents in such form as may be approved by any Officer, and that the execution and delivery thereof by such Officer shall be conclusive evidence of the approval thereof by such Officer and by the Board; and

**BE IT FURTHER RESOLVED**, that each Officer is hereby authorized, empowered and directed, in the name and on behalf of the Company, to do and perform such further acts and things, including, without limitation, (i) the execution and delivery of any amendments, restatements, modifications, increases, extensions, renewals or supplements to the loan documents to which the Company is, or is to be, a party and any other transaction documents and (ii) the filing with any and all appropriate regulatory authorities, state and federal, in each case, as may be necessary or deemed appropriate by such Officer in connection with the loan documents or any other transaction documents and the transactions contemplated thereby or which may be necessary or appropriate to comply with or evidence compliance with the terms, conditions and provisions of the loan documents or any other transaction documents as so executed, and that the performance or execution thereof by such Officer shall be conclusive evidence of the approval thereof by such Officer and by the Board; and

**Retention of Advisors**

**BE IT FURTHER RESOLVED**, that the Officers shall be and hereby are authorized, empowered, and directed to employ, on behalf of the Company, the law firm of Baker Botts L.L.P. under a special advance retainer as general bankruptcy counsel to the Company and in other related matters on such terms and conditions as the Officers of the Company shall approve;

**BE IT FURTHER RESOLVED**, that the Officers shall be and hereby are authorized, empowered, and directed to employ, on behalf of the Company, Alvarez & Marsal as financial



**Annex A**

**Resolutions Approved at the Board Meeting of  
Global Geophysical Services, Inc.  
August 1, 2016**

advisor for the Company in connection with the Company's chapter 11 case and in other related matters on such terms and conditions as the Officers of the Company shall approve;

**BE IT FURTHER RESOLVED**, that the Officers shall be and hereby are authorized, empowered, and directed to employ, on behalf of the Company, Prime Clerk as claims and notice agent for the Company in connection with the Company's chapter 11 case and in other related matters on such terms and conditions as the Officers of the Company shall approve;

**BE IT FURTHER RESOLVED**, that the Officers shall be and hereby are authorized, empowered, and directed to employ, on behalf of the Company, such other counsel, financial advisors, or other professionals as may be prudent and desirable in connection with the Chapter 11 Case on such terms and conditions as the Officers of the Company shall approve;

**General Authorization and Ratification**

**BE IT FURTHER RESOLVED**, that all acts lawfully done or actions lawfully taken by any Officer to seek relief on behalf of the Company under chapter 11 of the Bankruptcy Code or in connection with the Chapter 11 Case or matters related thereto shall be, and hereby are, adopted, ratified, confirmed, and approved in all respects as the acts and deeds of the Company;

**BE IT FURTHER RESOLVED**, that any and all past actions heretofore taken by Officers of the Company in the name and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed, and approved; and

**BE IT FURTHER RESOLVED**, that the Board hereby authorizes and directs each of the Officers, in the name and on behalf of the Company or otherwise and under the seal of the Company or otherwise, to execute and deliver all such agreements, certificates, documents, instruments, and notices and to take all other actions as each such Officer in his or her sole discretion may deem necessary or appropriate in order to carry out and effect the foregoing resolutions, and hereby ratifies and confirms any and all such actions.

DATED: August 1, 2016